

ARTICLES OF INCORPORATION

of

CENTER FOR INTERNATIONAL POLICY, INC.

(Under the District of Columbia  
Nonprofit Corporation Act)

The undersigned incorporators, desiring to form a corporation under the District of Columbia Nonprofit Corporation Act as amended and as it may be amended or revised ("the Act"), do hereby certify:

1. Name. The corporation's name is Center for International Policy, Inc. ("CIP").
2. Duration. The period of duration is perpetual.
3. Purposes and activities. The corporation is organized exclusively for the promotion of social welfare, as defined in §501(c)(3) of the Internal Revenue Code of 1954 ("the Code"); including (without limitation) public education on matters of international human rights and foreign policy, and it may engage in all activities permitted by the Act incidental to or in furtherance of that purpose.
4. Membership. The corporation may have one or more classes of members as provided in its Bylaws.
5. Directors. The size and manner of election or

\* All citations in these Articles to the Internal Revenue Code of 1954 or the Code shall be deemed to include both amendments thereto and statutes that succeed the cited provisions (i.e., the corresponding provision(s) of any subsequent federal tax laws).

FEB 27 1985

BY: \_\_\_\_\_

appointment of the corporation's Board of Directors shall be as provided in its Bylaws.

6. Application of Earnings. No part of the corporation's net earnings shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation may pay reasonable compensation for service rendered and expenses incurred on its behalf, and may otherwise make payments and distributions in furtherance of its purposes.

7. Distribution on Dissolution. Upon dissolution, the Board of Directors, after paying or making provisions for the payment of all liabilities, shall arrange for the distribution of all remaining assets in such a manner as it determines to be consistent with the corporation's purposes and with applicable provisions of law, either by direct distribution or by distribution to one or more organizations described in §501(c)(3) or §501(c)(4) of the Code.

8. Registered Agent and Office. The address of the corporation's initial registered agent in the District of Columbia is 1819 H Street, N.W., Suite 620, Washington, D.C. 20006 and its initial registered agent at that address is Thomas R. Asher.

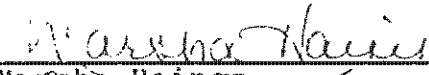
9. Initial Directors. The number of Directors constituting the initial Board of Directors is four, their names and addresses are as follows:

William Goodfellow	1646-A Beekman Place, NW Washington, D.C. 20009
Donald Ranard	1769 Brookside Lane Vienna, Virginia 22180
James Morrell	236 Mass Ave., NE, Ste 505 Washington, D.C. 20002
W. Frick Curry	4642 20th Place North Arlington, Virginia 22207

10. Incorporators. The names and addresses of the incorporators, each of whom is over 21 years of age, are:

Thomas Asher	1819 H Street, NW, Ste 620 Washington, DC 20006
Marsha Haines	1819 H Street, NW, Ste 620 Washington, DC 20006
Gregg Kantak	1819 H Street, NW, Ste 620 Washington, DC 20006

  
\_\_\_\_\_  
Thomas Asher

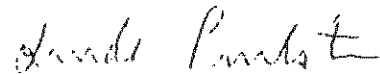
  
\_\_\_\_\_  
Marsha Haines

  
\_\_\_\_\_  
Gregg Kantak

District of Columbia, ss:

On this day there personally appeared before me Thomas Asher, Marsha Haines and Gregg Kantak, all of the incorporators referred to in Article 10 of the foregoing Articles of Incorporation of Center for International Policy, Inc., who acknowledged the execution thereof and swore or affirmed to the truth of the facts therein stated.

Witness my hand and notarial seal this 20th day of February, 1985.

  
\_\_\_\_\_  
Notary Public, D.C.

1. Comm. Expires March 31, 1987

My commission expires:

**Bylaws of  
Center for International Policy, Inc.**  
Updated January 18, 2019

**Article I  
Corporate Purposes**

Section 1.01: Purposes. Center for International Policy Inc. (“CIP”) was incorporated on February 27, 1985 as a District of Columbia nonprofit corporation. It is organized exclusively for charitable and educational purposes, including public education on matters of foreign relations, especially the impact of U.S. policies on less developed nations.

Section 1.02: Limitations on Activities. Consistent with its charitable and educational status, (a) CIP shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office; (b) no part of CIP’s net earnings shall inure to the benefit of officers, directors or other private persons, except that it is authorized and empowered to pay reasonable compensation for services rendered and otherwise to make payments and distributions in furtherance of its charitable and educational purposes; and (c) CIP shall take only actions permitted in 501(c)(3) of the Internal Revenue Code and pertinent Income Tax Regulations, as amended and as they may be amended.

**Article II  
Membership**

Section 2.01: CIP shall have no members.

**Article III  
Directors**

Section 3.01: The Board is the policy-making body of CIP and may exercise all the powers and authority granted to CIP by law. The Board shall oversee CIP’s policies and procedures.

Section 3.02: Meetings. There shall be at least one meeting annually of CIP’s Board of Directors (“the Board”). Additional Board meetings may be called by the Chair or a co-chair or by written petition of one-third of the Directors at times and places selected by the caller(s). Notice, in writing and designed to be received at least five days before meetings if reasonably possible, shall be given all Directors.

Section 3.03: Board Size. There shall be no fewer than five nor more than thirty Directors, as the Board may determine by resolution from time to time.

Section 3.04: Election of Directors. Directors shall be elected by the affirmative vote of a majority of the Board total membership, for no more than two consecutive, three-year terms, which shall be allocated so that the terms of some of the Board's total membership shall expire each year. Re-election as a Director may occur after an absence from the Board of at least one year. In case of vacancy, the Board may elect a Director to complete the unexpired term. Partial terms shall not count toward the term limits imposed in this section. Notwithstanding the term limits imposed in this section, Officers serve on the Board during their term as an Officer. A person's total length of service may be longer if the person serves in successive capacities as a Director and as one or more Officers.

Section 3.05: Quorum; Majority Vote; Proxy Voting. One-third of the Board's total membership or two Directors, whichever is greater, shall constitute a quorum. When a quorum is present at a duly called Board meeting, all actions shall be by vote of a majority of those present unless otherwise required by these Bylaws or by law. Directors may vote by proxy.

Section 3.06: Removal, Suspension or Resignation. A Director may be removed or suspended, with or without cause, by the vote of a majority of the total membership of the Board. Directors missing three consecutive meetings are deemed removed, unless the Board, in its discretion, waives application of this rule due to extenuating circumstances. A Director may resign at any time by delivering a signed written notice to the Chair or Secretary. Resignations are effective upon receipt of the notice unless the notice specifies a later effective date.

Section 3.07: Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all of the members of the Board unanimously consent in writing to the specific action (including via email) and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this section is effective when the last Director signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 3.08: Conference Calls. One or more Directors may participate in a Board meeting by means of conference telephone call or other means whereby all participating Directors can communicate with one another simultaneously. Participation in a meeting pursuant to this section shall constitute presence for 3.05.

Section 3.09: Board's Total Membership. Reference in any Bylaws to "the Board's total membership" shall mean the total number of Directors actually in office at a particular time, not the number of Directors authorized or permitted by these Bylaws or by Board resolution.

Section 3.10: Annual Contribution. Directors are required to make an annual contribution to the Corporation or to cause such contribution to be made.

Section 3.11: Committee Membership. Directors are required to serve on at least one Committee of the Board during their tenure.

Section 3.12: Paid employees of CIP shall not serve on the Board with the exception of the President and CEO who shall be an ex officio, non-voting member of the Board.

#### **Article IV Committees**

Section 4.01: Executive Committee. If an Executive Committee is needed to exercise some or all of the Board's powers between Board meetings (except powers specifically reserved to the Board by law or delegated to the Board by these Bylaws), the Board, by vote of a majority of its total membership, may appoint not less than three Directors to comprise the Executive Committee and define its powers and responsibilities. In the absence of a limiting Board resolution, between Board meetings, the Executive Committee shall exercise all of the Board's authority permitted by law.

Section 4.02: Nominating & Governance Committee. A nominating committee shall propose new or continuing Board members to the Board. Nominees shall become members upon a majority vote of the Board.

Section 4.03: Audit Committee: There shall be an audit committee appointed by the Board of Directors. The Audit Committee shall not include the Chair, Vice-Chair, co-chairs, Treasurer, or Executive Director. If the Board has created a Finance Committee, members of that committee may not constitute a majority of the Audit Committee, and the Audit Committee may not be chaired by a member of the Finance Committee. The Audit Committee works under the supervision of the Board of Directors and is responsible for making recommendations on engaging and compensating an independent Certified Public Accountant (CPA) to perform a financial audit of the Corporation. The Audit Committee may negotiate the CPA's compensation on behalf of the Board. The Audit Committee shall have responsibilities as determined by the Board, and in any event must, (i) confer with the CPA to satisfy the Audit Committee that the financial affairs of CIP are in order, and (ii) review the audit and decide whether to accept it. Further, the Audit Committee must approve any non-audit services to be provided by the CPA and ensure that such services conform to the standards in the Yellow Book issued by the U.S. Comptroller General.

Section 4.04: Other Committees. The Board from time to time may establish one or more other committees. Except for committees authorized to act on behalf of the Board, committee members need not be Directors. Examples of committees that may be created include program and financial committees.

## **Article V Officers**

Section 5.01: Titles. CIP's Officers shall be Chair, Vice-Chair, or alternatively co-chairs, Secretary and Treasurer, and such other officers and assistant officers as the Board may from time to time authorize or appoint. The same person may not serve as CIP's Chair or co-chair and Treasurer.

Section 5.02: Duties. Officers shall have such duties and powers as are normally associated with their titles, except as the Board otherwise may provide.

Section 5.03: Election. Officers shall be elected by the affirmative vote of a majority of the total number of Board members in office. Paid employees of CIP may not serve as Officers. Officers shall serve two year terms, and shall be eligible for re-election for a limit of three consecutive terms per office. Term limits may be waived under exceptional circumstances as determined, in its discretion, by the affirmative vote of a majority of the total number of Board members in office. Officers are eligible for re-election after an absence from the same Officer position of at least one year.

Section 5.04: Vacancies. Any office that becomes vacant may be filled by the Executive Committee for an interim period ending at the next meeting of the Board. Partial terms of less than a year as an Officer shall not count towards the term limits imposed in this Article.

Section 5.05: Removal or Suspension, Resignation. Any officer may be removed or suspended by vote of a majority of the Board's total membership. An officer may resign at any time, by delivering a signed written notice to the Executive Committee. Resignations are effective upon receipt of the notice unless the notice specifies a later effective date.

## **Article VI Dissolution**

Section 6.01: Upon CIP's dissolution, the Board, after paying or making provision for payment of all liabilities, shall dispose of CIP's assets in such manner, or to such organizations described in Section 501(c) (3) of the Internal Revenue Code of 1954 as amended or as it may be amended, as the Board determines to be consistent with CIP's purposes and with applicable provisions of law.

## **Article VII Bylaw Amendments**

Section 7.01: The Board, by vote of a majority of its total membership, may amend or repeal these Bylaws in whole or in part.

**Article VIII**  
**Compliance with Law**

Section 8.01: CIP's officers are authorized and directed to take all steps necessary to assure that CIP operates and transacts its affairs in full compliance with all applicable provisions of law.

**Article IX**  
**Affiliate Offices Outside of the United States**

Section 9.01: The Board authorizes the officers of CIP to take all steps necessary to open affiliate offices outside of the United States.

**Article X**  
**Contracts, Loans, Checks, and Deposits**

Section 10.01: Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CIP, and such authority may be general or confined to specific business.

Section 10.02: Loans. No loans shall be contracted on behalf of CIP and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 10.03: Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of CIP and in such manner as from time to time shall be determined by resolution of the Board of Directors.

**Article XI**  
**Action by Electronic Mail**

Section 11.01: Any requirement in these Bylaws that a notice, unanimous vote, resignation, or other record be in writing will be satisfied if the information is inscribed on a tangible medium or stored in an electronic or other medium and is retrievable in perceivable form, such as electronic mail. An electronic record will be deemed to have been signed if the person making it intends to authenticate or adopt it and attaches to or logically associates with it an electronic symbol, sound, or process, such as sending an email from an email address on file with CIP.

ADOPTED: October 31, 1985

AMENDED: June 14, 1996

AMENDED: November 26, 2012

AMENDED: May 16, 2013

AMENDED: January 18, 2019



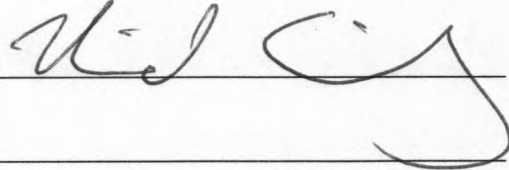
**EXECUTION**

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

<u>11/13/2020</u>	<u>Richard Eisenberg</u>	<u></u>
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